

EXHIBIT 9

608941 NJ INC.
c/o 35 Oak Holdings
35 Oak Street
Toronto, Ontario M9N 1A1

August 6, 2023

By Electronic Mail

JJ Arch LLC
c/o Jeffrey Simpson
1230 Park Avenue
16E
New York, New York 10128
E-mail: jsimpson001@icloud.com
jsimpson@archcre.com

Re: Limited Liability Company Operating Agreement of Arch Real Estate Holdings LLC (as amended, modified and restated from time to time, the “**LLC Agreement**”)

Ladies and Gentlemen:

Reference is made to the LLC Agreement. Capitalized terms used but not defined herein have the meanings given to them in the LLC Agreement.

PLEASE TAKE NOTICE THAT JJ Member, through the actions of Jeffrey Simpson (the managing member of JJ Member), has committed multiple Cause Events, including, without limitation, willful misconduct and breach of fiduciary duty in relation to the business and affairs of the Company and various Subsidiaries, such as, without limitation, (a) directing lawyers for one or more Subsidiaries to stop work on extremely time sensitive matters for Jeffrey Simpson’s own personal leverage, (b) continually threatening to sabotage the business of the Company and various Subsidiaries if Investor Member does not accede to various demands, and (c) making various misrepresentations to Investor Member to induce Investor Member to invest in deals and contribute additional capital to Subsidiaries. The foregoing is by no means an exhaustive list of actual or potential Cause Events, and we reserve all rights and remedies on account thereof.

We hereby reserve all of our rights and remedies under the LLC Agreement, at law, or in equity on account of such Cause Events, including, without limitation, (1) the right to remove JJ Member as the “managing member” of the Company pursuant to Section 7.1.4 of the LLC Agreement, and (2) the right to pursue against JJ Member and/or Jeffrey Simpson all of our damages on account of such Cause Events.

In addition, we demand that JJ Member pursue all third party consents (including, without limitation, those of lenders and investors) necessary for Investor Member to remove JJ Member as the “managing member” of the Company pursuant to Section 7.1.4 of the LLC Agreement.

In any event, Investor Member reserves all rights and remedies under the LLC Agreement, at law, or in equity.

Very truly yours,

608941 NJ INC.

By:


Name: Michael Wiener

Title: ASO

cc: Meltzer, Lippe, Goldstein & Breitstone, LLP
190 Willis Avenue
Mineola, New York 11501
Attention: David J. Heymann, Esq.
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Jared Chassen, JJ Arch LLC
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